

WILMER, CUTLER & PICKERING

1666 K STREET, N. W.

WASHINGTON, D. C. 20006

ALLEN H. HARRISON, JR.

DIRECT LINE (202)

872-6093

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TELEX: 89-2402 WICRING WSH

TELEPHONE 202 872-6000

EUROPEAN OFFICE

4 CARLTON GARDENS

PALL MALL

LONDON, SW1Y 5AA, ENGLAND

TELEPHONE 011-441-839-4466

TELEX: 8813918 WCPLDN

TELETYPE: 839 3537

CABLE ADDRESS: WICRING LONDON

RECORDATION NO. 14119 A

DEC 18 1985 - 1 05 PM

December 18, 1985

INTERSTATE COMMERCE COMMISSION

Dear Mr. Bayne:

On behalf of ACF Industries, Incorporated, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, two enclosed executed counterparts of a secondary document, not previously recorded, entitled Supplement to Chattel Mortgage, dated November 25, 1985. The aforesaid document relates to that certain Chattel Mortgage recorded with the Interstate Commerce Commission on August 10, 1983 under Recordation No. 14119 and should be filed under the next available letter designation under Recordation No. 14119.

*This goes under Rec. No. 14119 last don't know next letter*

The parties to the said enclosed document are:

ACF Industries, Incorporated - Mortgagor  
3301 Rider Trail South  
Earth City, Missouri

Citibank, N.A. - Mortgagee  
399 Park Avenue  
New York, New York 10043

*Dec 18 12 52 PM '85*

The said document releases and adds equipment to the Mortgage.

The rolling stock covered consists of twenty-seven (27) units released (listed in Exhibit A, attached), and sixty-one units added (listed in Exhibit B, attached).

A short summary of the document to appear in the Index is as follows:

"Releases 27 units and adds 61 units"

Enclosed is our firm check in the amount of ten dollars (\$10) in payment of the filing fee.

*Completed for mailing*

No. 5-3524080

DEC 18 1985

Date .....

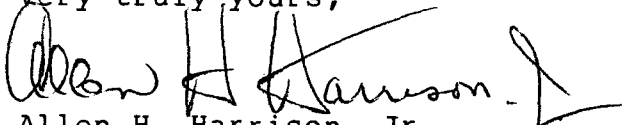
Fee \$ 10.00

Washington, D. C.

- 2 -

Once this filing has been made, please return to bearer the stamped counterpart of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

  
Allen H. Harrison, Jr.  
Attorney for ACF Industries,  
Incorporated for the purpose  
of this filing.

Honorable James H. Bayne  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Enclosures  
AHH/iw

BY HAND

EXHIBIT "A"

DESCRIPTION OF RELEASED EQUIPMENT

<u>INITIALED</u> <u>ACFX &amp; NUMBERED</u>	<u>VALUE</u>	<u>AAR</u> <u>DESIGNATION</u>
17475	\$ 67,200	T609
17481	63,752	T609
17483	66,904	T609
17484	63,752	T609
17485	63,752	T609
17487	63,752	T609
17488	63,752	T609
19408	28,753	T563
46972	21,819	C113
46981	22,979	C113
53559	22,359	C214
62269	20,946	C712
62270	20,400	C112
62555	20,687	C112
62667	18,790	C112
62727	18,790	C112
62740	20,687	C112
62987	20,687	C112
63438	22,887	C112
82500	24,874	T105
86609	35,376	T105
88145	36,914	T104
88348	72,768	T109
88352	65,608	T109
88368	61,701	T109
88468	32,713	T564

INITIALED  
RSTX & NUMBERED

23116	30,710	T106
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\$ 1,073,312

22  
18

EXHIBIT "B"

DESCRIPTION OF SUBSTITUTED EQUIPMENT

<u>INITIALLED ACFX &amp; NUMBERED</u>	<u>VALUE</u>	<u>AAR DESIGNATION</u>
76954	\$ 54,460	T105
76955	54,460	T105
76956	54,460	T105
76957	54,460	T105
76958	54,460	T105
76959	54,460	T105
76960	54,460	T105
76961	54,460	T105
76962	54,460	T105
76963	54,460	T105
76964	54,460	T105
76965	57,730	T105
76966	57,730	T105
76967	57,730	T105
76968	57,730	T105
76969	57,730	T105
76970	57,730	T105
76971	57,730	T105
76972	57,730	T105
76973	57,730	T105
76974	57,730	T105
76975	57,730	T105
76976	57,730	T105
77198	67,630	T866
77199	67,630	T866
77200	67,630	T866
77201	67,630	T866
77202	67,630	T866
77203	67,630	T866
77204	67,630	T866
77205	67,630	T866
77206	67,630	T866
77207	67,630	T866
77208	67,630	T866
77209	67,630	T866
77210	67,630	T866
77211	67,630	T866
77212	67,630	T866
77213	67,630	T866
77214	67,630	T866
77215	67,630	T866
77216	67,630	T866
77217	67,630	T866
77218	67,630	T866

EXHIBIT "B"

DESCRIPTION OF SUBSTITUTED EQUIPMENT

<u>INITIALLED ACFX &amp; NUMBERED</u>	<u>VALUE</u>	<u>AAR DESIGNATION</u>
77220	\$ 67,630	T866
77221	67,630	T866
77222	66,640	T865
77223	66,640	T865
77224	66,640	T865
77225	66,640	T865
77228	66,640	T865
77229	66,640	T865
77230	66,640	T865
77231	66,640	T865
77232	66,640	T865
77333	66,640	T865
77334	66,640	T865
77335	66,640	T865
77336	66,640	T865
77337	66,640	T865
77338	66,640	T865
	<u>\$ 3,846,910</u>	

*? Should this be 77233 - 77238*

**Interstate Commerce Commission**

**Washington, D.C. 20423**

**12/18/85**

**OFFICE OF THE SECRETARY**

Allen H. Harrison, Jr.  
Wilmer, Cutler & Pickering  
1666 K. Street, N.W.  
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/18/85 at 1:05pm , and assigned re-recording number(s). 14119-A

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

DEC 18 1985 11 02 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT TO CHATTEL MORTGAGE

SUPPLEMENT TO CHATTEL MORTGAGE dated November 25, 1985 from ACF INDUSTRIES, INCORPORATED (the "Mortgagor"), a New Jersey corporation having its principal office at 3301 Rider Trail South, Earth City, Missouri, as Mortgagor, to CITIBANK, N.A. (the "Mortgagee"), a national banking association having its principal office at 399 Park Avenue, New York, New York 10043, as Mortgagee.

WHEREAS, the Mortgagor has heretofore executed and delivered to the Mortgagee a Chattel Mortgage dated July 15, 1983 (the "Mortgage"), covering certain railroad tank cars and covered hopper cars (the "Equipment") of the Mortgagor, which Equipment is more particularly described in Schedule "A" to the Mortgage, and which items of Equipment are intended for use in interstate commerce, to secure a loan made to the Mortgagor by the Mortgagee, which Mortgage was duly recorded pursuant to 49 U.S.C. Section 11303 (formerly Section 20c of the Interstate Commerce Act) on August 10, 1983, at 12:35 a.m. and assigned Recordation No. 14119 of the Interstate Commerce Commission:

WHEREAS, the Mortgagor wishes to add additional Equipment to be subjected to the lien of the Mortgage, in substitution for certain items of Equipment which have suffered casualty occurrences (as defined in the Mortgage) and in addition to the other Equipment subject to the lien of the Mortgage, in order to maintain the value

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of the Mortgagee's collateral:

WHEREAS, the Mortgagor has furnished to the Mortgagee the documents required under Articles 4 and 8 of the Mortgage:

IT IS AGREED AS FOLLOWS:

1. The parties acknowledge and agree that the units of Equipment listed in Exhibit "A" hereto have become the subject of one or more casualty occurrences and are therefore released and discharged from the lien of the Mortgage for all purposes.
2. In substitution for the items of Equipment listed in said Exhibit "A", and in addition thereto, the Mortgagor does hereby grant, bargain, sell, convey and mortgage unto the Mortgagee, its successors and assigns, all of its right, title and interest in and to the units of Equipment listed in Exhibit "B" hereto, together with all attachments, accessories, accessions and additions now or hereafter attached to or placed upon the Equipment, and any replacements thereof, so that such Equipment shall, as of the date of this Supplement, become subject to the Mortgage upon all the terms and conditions therein contained.
3. The Mortgagee hereby accepts the items of Equipment



listed in Exhibit "B" hereto as substituted and  
additional Equipment subject to the Mortgage.

IN WITNESS WHEREOF, the parties have duly executed this Supplement  
as of the date first appearing above.

ACF INDUSTRIES, INCORPORATED

By James J. Hinger  
Senior Vice President - Finance

(Seal)

Attest:

Henry J. [Signature]  
Secretary

CITIBANK, N.A.

By Nancy J. Trachent  
Vice President

(Seal)

Attest:

Paul H. Kelly

EXHIBIT "A"

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76962	54,460	T105
76963	54,460	T105
76964	54,460	T105
76965	57,730	T105
76966	57,730	T105
76967	57,730	T105
76968	57,730	T105
76969	57,730	T105
76970	57,730	T105
76971	57,730	T105
76972	57,730	T105
76973	57,730	T105
76974	57,730	T105
76975	57,730	T105
76976	57,730	T105
77198	67,630	T866
77199	67,630	T866
77200	67,630	T866
77201	67,630	T866
77202	67,630	T866
77203	67,630	T866
77204	67,630	T866
77205	67,630	T866
77206	67,630	T866
77207	67,630	T866
77208	67,630	T866
77209	67,630	T866
77210	67,630	T866
77211	67,630	T866
77212	67,630	T866
77213	67,630	T866
77214	67,630	T866
77215	67,630	T866
77216	67,630	T866
77217	67,630	T866
77218	67,630	T866

EXHIBIT "B"

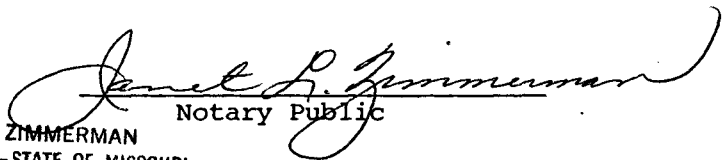
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77333	66,640	T865
77334	66,640	T865
77335	66,640	T865
77336	66,640	T865
77337	66,640	T865
77338	66,640	T865
	<hr/>	
	\$ 3,846,910	

STATE OF MISSOURI       )  
                                  )  
COUNTY OF ST. LOUIS    )   ss.

On the 25th day of November , 1985, before me personally came  
J. J. Unger to me known, who, being by me duly  
sworn, did depose and say that he is Senior Vice President - Finance  
of ACF Industries, Incorporated, one of the corporations described  
in and which executed the foregoing instrument; that he knows the  
seal of said corporation; that the seal affixed to said instrument  
is such corporate seal; that it was so affixed by order of the  
Board of Directors of said corporation; and that he signed his  
name thereto by like order.

(Seal)

  
JANET L. ZIMMERMAN  
NOTARY PUBLIC—STATE OF MISSOURI  
COUNTY OF ST. CHARLES

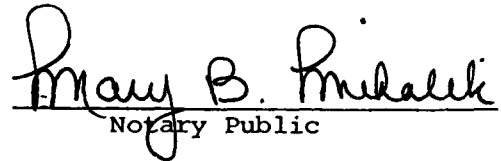
Notary Public

My commission expires: MY COMMISSION EXPIRES DEC. 2, 1988

STATE OF NEW YORK       )  
                                  )  
COUNTY OF NEW YORK    )   ss.

On the 11th day of December , before me personally came  
NANCY TEACHOUT to me known, who, being by me duly  
sworn, did depose and say that she is Vice President  
of Citibank, N.A., one of the corporations described in and which  
executed the foregoing instrument; that she knows the seal of said  
corporation; that the seal affixed to said instrument is such  
corporate seal; that it was so affixed by order of the Board of  
Directors of said corporation; and that she signed her  
name thereto by like order.

(Seal)

  
MARY B. PIKELIK  
Notary Public, State of New York  
No. 31-4652674  
Qualified in New York County  
Commission Expires March 20, 1987

Notary Public

My commission expires: Commission Expires March 20, 1987